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8 UNITED STATES DISTRICT COURT  
9 NORTHERN DISTRICT OF CALIFORNIA  
10 SAN FRANCISCO DIVISION  
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12 STEVE SHAPIRO and STEVE SHAPIRO  
13 MUSIC,

14 Plaintiffs,

15 v.

16 JUPITERIMAGES CORPORATION,

17 Defendant.  
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CASE NO. 3:07-CV -05540-PJH

JUPITERIMAGES CORPORATION'S  
NOTICE OF PENDENCY OF OTHER  
ACTION OR PROCEEDING PURSUANT  
TO LOCAL RULE 3-13

JMBM  
Jeffer Mangels  
Butler & Marmaro LLP

Local Rule 3-13(a) provides: "Whenever a party knows or learns that an action filed or removed to this district involves all or a material part of the same subject matter and all or substantially all of the same parties as another action which is pending in any other federal or state court, the party must promptly file with the Court in the action pending before this Court and serve all opposing parties in the action pending before this Court with a Notice of Pendency of Other Action or Proceeding."

Jupiterimages Corporation ("Jupiterimages") hereby provides Notice of Pendency of Other Action and attaches a copy of the Complaint in that related case as Exhibit A hereto.

(1) A description of the other action. Jupiterimages purchased assets from Shapiro pursuant to a written Asset Purchase Agreement ("the Agreement"), the same Agreement that is the subject of this California action. Shapiro represented and warranted in writing that he was the sole owner of certain assets. In fact, he was not the owner of such assets. Jupiterimages's Complaint against Shapiro in Connecticut federal court is for fraud, negligent misrepresentation, innocent misrepresentation, breach of contract (regarding Shapiro's breach of his indemnity obligation), other breaches of contract, violation of the UCC, unfair trade practices and rescission. The Complaint seeks, among other things, compensatory and punitive damages, attorney fees, rescission and other appropriate equitable relief.

(2) The title and location of the court in which the other action or proceeding is pending. Jupiterimages Corporation v. Steve Shapiro, doing business as Steve Shapiro Music. United States District Court for the District of Connecticut. Case No. 307 CV 1614 (JBA).

(3) A brief statement of: (A) The relationship of the other action to the action or proceeding pending in this district; and (B) If the other action is pending in another U.S. District Court, whether transfer should be effected pursuant to 28 U.S.C. § 1407 (Multi District Litigation Procedures) or whether other coordination might avoid conflicts, conserve resources and promote

1 an efficient determination of the action; or (C) If the other action is pending before any state court,  
 2 whether proceedings should be coordinated to avoid conflicts, conserve resources and promote an  
 3 efficient determination of the action. As noted above, Jupiterimages's Complaint against Shapiro is  
 4 for compensatory and punitive damages, attorney fees, rescission and other appropriate equitable  
 5 relief for Shapiro's fraud, misrepresentations, breaches of contract (including breach of Shapiro's  
 6 indemnity obligation) and other wrongs, all arising out of the Agreement.

7 Shapiro's Complaint against Jupiterimages in this Court is for only one claim arising  
 8 out of the Agreement: declaratory relief regarding Shapiro's indemnity obligation to Jupiterimages.

9 Declaratory relief is discretionary. This Court should dismiss Shapiro's one count  
 10 Complaint for declaratory relief in this Court to avoid having two federal courts deal with the same  
 11 dispute between the same parties. Jupiterimages has already filed its motion to dismiss the  
 12 Complaint in this Court.

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 14 DATED: November 6, 2007

JEFFER, MANGELS, BUTLER & MARMARO LLP  
 JEFFREY K. RIFFER

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 16 By: --S-- JEFFREY K. RIFFER

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